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UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK

SECURITIES INVESTOR PROTECTION CORPORATION,

Plaintiff-Applicant,

v.

BERNARD L. MADOFF INVESTMENT SECURITIES LLC,

Defendant.

In re:

BERNARD L. MADOFF,

Debtor.

IRVING H. PICARD, Trustee for the Liquidation of Bernard L. Madoff Investment Securities LLC,

Plaintiff,

v.

BARFIELD NOMINEES LIMITED and NORTHERN TRUST CORPORATION,

Defendants.

Adv. Pro. No. 08-01789 (SMB)

SIPA LIQUIDATION

(Substantively Consolidated)

Adv. Pro. No. 12-01669 (SMB)

STIPULATION FOR EXTENSION OF TIME TO RESPOND AND ADJOURNMENT OF PRETRIAL CONFERENCE

IT IS HEREBY STIPULATED AND AGREED, by and between the undersigned herein, that the time by which defendants Barfield Nominees Limited and Northern Trust Corporation (collectively, the "Defendants"), may move, answer, or otherwise respond to the complaint (the "Complaint") filed in the above-captioned adversary proceeding (Adv. Pro. No. 12-01669 (BRL)) (the "Adversary Proceeding") is extended up to and including August 29, 2014. The pretrial conference will be adjourned from September 17, 2014 at 10:00 a.m. to October 22, 2014 at 10:00 a.m.

The purpose of this stipulated extension is to provide additional time for the Defendants to answer, move against, or otherwise respond to the Complaint. This is the twelfth such extension. Nothing in this stipulation is a waiver of the Defendants' right to request from the Court a further extension of time to answer, move, or otherwise respond and/or the Trustee's right to object to any such request.

The parties to this Stipulation reserve all rights and defenses they may have, and entry into this stipulation shall not impair or otherwise affect such rights and defenses, including without limitation any defenses based on lack of jurisdiction. By entering into this Stipulation, the Defendants are not making a general appearance, nor have they consented to jurisdiction or waived any right to a jury trial.

This Stipulation may be signed by the parties in any number of counterparts, each of which when so signed shall be an original, but all of which shall together constitute one and the same instrument. A signed facsimile, photostatic or electronic copy of this Stipulation shall be deemed an original. This Stipulation is entered into pursuant to the Order Granting Supplemental Authority to Stipulate to Extensions of Time to Respond and Adjourn Pre-Trial

Conferences (Dkt. No. 7037) in the above-captioned case (Adv. Pro. No. 08-01789 (SMB)).

Dated: June 27, 2014

YOUNG CONAWAY STARGATT & TAYLOR, LLP

By: /s/ Matthew B. Lunn

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